

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

TOYS “R” US, PROPERTY COMPANY I, LLC, et al.

Debtors.

Chapter 11

Case No. 18-31429 (KLP)

(Jointly Administered)

**OBJECTION OF THE UNITED STATES TRUSTEE TO DEBTORS’
MOTION FOR ENTRY OF AN ORDER (I) APPROVING THE ADEQUACY
OF THE DISCLOSURE STATEMENT FOR THE CHAPTER 11 PLAN OF
WAYNE REAL ESTATE PARENT COMPANY, LLC, (II) APPROVING THE
SOLICITATION AND NOTICE PROCEDURES WITH RESPECT TO THE
CONFIRMATION OF THE DEBTOR’S PROPOSED CHAPTER 11 PLAN,
(III) APPROVING THE FORM OF BALLOTS AND NOTICES IN
CONNECTION THEREWITH, (IV) SCHEDULING CERTAIN DATES WITH
RESPECT THERETO, (V) SHORTENING THE OBJECTION PERIODS AND NOTICE
REQUIREMENTS RELATED THERETO, AND (VI) GRANTING RELATED RELIEF**

John P. Fitzgerald, III¹, Acting United States Trustee for Region Four (the “UST”), by counsel, in furtherance of the duties and responsibilities set forth in 28 U.S.C. § 586(a)(3) and (5) and pursuant to 11 U.S.C. §§ 307, the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules for this District, hereby files his objection to the Debtor’s Motion for Entry of an Order (I) Approving the Adequacy of the Disclosure Statement for the Chapter 11 Plan of Wayne Real Estate Parent Company, LLC, (II) Approving the Solicitation and Notice Procedures with Respect to the Confirmation of the Debtor’s Proposed Chapter 11 Plan, (III) Approving the Form of Ballots and Notice in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, (V) Shortening the Objection Periods and Notice Requirements Related

¹ The Acting United States Trustee for Region 4 John P. Fitzgerald, III is recused from participation in this matter. The matter is proceeding under the direction of William Harrington, United States Trustee for Regions 1 and 2.

There to, and Granting Related Relief, filed on December 24, 2018 (“Solicitation Procedures Motion”). *See* ECF Doc. Nos. 6055 and 6056. In support of his objection, the UST represents and alleges as follows:

Wayne Real Estate Parent Company, LLC (“Wayne”) filed the Disclosure Statement and Solicitation Procedure Motion on December 24, 2018 (the “Filing Date”). This is the fifth disclosure statement and underlying plan filed by Toys “R” Us-related entities. Wayne seeks to have a hearing approving the Solicitation Procedures Motion, including the adequacy of the Wayne’s Disclosure Statement, on an emergency basis on December 28, 2018 – a mere four days after the Filing Date. Moreover, as part of the Solicitation Procedures Motion, Wayne also seeks approval of the following timeline:

- **Solicitation Deadline** – January 3, 2019 (6 days after the proposed hearing on the Solicitation Procedures Motion)²
- **Voting Deadline** – January 18, 2019 at 4:00 p.m. (15 days after the Solicitation Deadline)
- **Plan Objection Deadline** – January 25, 2019 (22 days after the Solicitation Deadline)
- **Confirmation Hearing Date** – January 29, 2019 (26 days after the Solicitation Deadline)

Wayne asserts that the expedited basis for the hearing on the Solicitation Procedures Motion is warranted for three main reasons – none of which appears to justify a real emergency. First, Wayne claims that the relief is necessary to accomplish the Propco I Debtors’ sale transaction

² It is the UST’s understanding, through informal discussion with Wayne’s counsel, that the Debtor plans to send out the Order approving the adequacy of the Disclosure Statement, to the extent approved, on December 28, 2018 – 28 days prior to the proposed Plan Objection Deadline of January 25, 2019. The Solicitation Procedures Motion, however, does not mention that; rather, the proposed order attached at Exhibit A only contemplates that the “Confirmation Hearing Notice” be filed by the Debtor and served upon parties on or before January 3, 2019 – which would only provide parties in interest with 22 days to object to confirmation, as opposed to the required 28 days.

on a timeline that will maximize value for all stakeholders. *See* ECF Doc. 6056 at ¶ 2. Second, the terms of the proposed plan are straightforward and provide for a distribution of the Debtor's available cash and any sale proceeds in accordance with the priority scheme of the Bankruptcy Code. *Id.* at ¶ 3. Lastly, Wayne claims that the emergency relief is warranted because it is supported by certain of the Debtor's key stakeholders, such as the Ad Hoc Group of B-4 Lenders.

OBJECTION

The UST objects to the Motion for Expedited Hearing and the timelines proposed in the Solicitation Procedures Motion. The proposed timelines, in fact, are at variance with the 28-days objection deadline required by Bankruptcy Rules 2002(b) and 3017(a). Bankruptcy Rule 2002(b) provides in pertinent part:

(b) Twenty-Eight Day Notices to Parties in Interest. Except as provided in subdivision (l) of this rule, the clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees not less than 28 days' notice by mail of the time fixed (1) for filing objections and the hearing to consider approval of a disclosure statement . . . (2) for filing objections and the hearing to consider confirmation of a Chapter 11 plan”

See Fed. R. Bankr. P. 2002(b); Local Bankruptcy Rule for E.D. Va. 3016-1(A).

Moreover, Bankruptcy Rule 3017(a) similarly provides in pertinent part:

(a) Hearing on Disclosure Statement and Objections. Except as provided in Rule 3017.1, after a disclosure statement is filed in accordance with Rule 2016(b), the court shall hold a hearing on at least 28 days' notice to the debtor, creditors, equity security holders and other parties in interest as provided in Rule 2002 to consider the disclosure statement and any objections or modifications thereto.

See Fed. R. Bankr. P. 3017(a).

These notice requirements are not mere procedural technicalities and niceties. As the advisory note to Rule 2002(b) explains: “The additional time necessary [compared to the 21 days' notice generally provided] may be necessary to formulate objections to a disclosure statement or

confirmation of a plan and preparation for the hearing on approval of the disclosure statement or confirmation.” Fed. R. Bankr. P. 2002, Advisory Committee Notes 1983. The failure to provide a creditor with formal notice in time to file an objection to the Disclosure Statement or plan confirmation may violate due process and render the plan ineffective as to such creditor. *See In re Leading Edge Prods., Inc.*, 120 B.R. 616, 619-620 (Bankr. D. Mass. 1990).

Here, Wayne seeks to reduce the time for parties to object to the adequacy of the Disclosure Statement to a mere four days – without even taking into consideration that one of the days was a holiday. Moreover, Wayne further seeks to reduce the deadline for parties in interest to object to confirmation to 22 days – from the 28 days required under the Rules. Despite the emergency relief sought, Wayne has not advanced any plausible justification for shortening the notice requirements to object to the adequacy of the Disclosure Statement or the confirmation of the underlying Plan.

Wayne argues that synching the Wayne Plan process with the timelines set forth in the Propco I Debtor’s Plan confirmation schedules will save time and resources and maximize value for all stakeholders. Wayne, however, fails to explain how shortening the notice period will maximize value for all stakeholders. The Disclosure Statement for Propco I was filed on November 15, 2018 approved on December 21, 2018 (see *In re Toys “R” Us Property Company*, Case No. 18-31429 (KLP), ECF Doc. 941), with the objection deadline scheduled for January 18, 2019 and the confirmation scheduled for January 24, 2019. Accordingly, it is not entirely clear why Wayne waited over a month to file the current Disclosure Statement and underlying Plan in its case and now claims that the timelines should be synched with the ones approved in the Propco I case.

Wayne further claims that the terms of the proposed plan are straightforward and similar to the plan proposed in Propco I and supported by the Ad Hoc Group of B-4 Lender, which may

be one of the few creditors impacted by the Plan. While that may be true, that is simply not sufficient justification to deprive all other parties in interest of their rights to be allowed sufficient time to review the Disclosure Statement and plan and their full 28-day period to object to either the adequacy of the Disclosure Statement or plan confirmation. Lastly, there is no evidence how or why the stakeholders will be prejudiced if the parties are given the full 28 days as required by the Bankruptcy Rules) to file objections to the Disclosure Statement or plan confirmation.

RESERVATION OF RIGHTS

The United States Trustee reserves his rights to object to other deficiencies at the hearing on the approval on the Disclosure Statement. Moreover, to the extent that the Court grants the Motion to Expedite Hearing, the UST respectfully requests that language be added clarifying that the UST's rights to object to the confirmation of the Wayne Plan on any and all grounds are reserved.

CONCLUSION

WHEREFORE, the United States Trustee requests that the Court (i) sustain this Objection and (ii) grant such other relief as is just.

Respectfully Submitted,

Dated: December 26, 2018

William K. Harrington
United States Trustee Region 1

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CERTIFICATE OF SERVICE

I hereby certify that on December 26, 2018, I caused a copy of the foregoing pleading to be served via email on the parties on the attached list with email addresses, and all parties receiving notices in this case through the Court's ECF System.

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Core/2002 Service List

Case No. 18-31429 (KLP)

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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	COUNTRY	PHONE	FAX	EMAIL
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ATTORNEY GENERAL	STATE OF GEORGIA ATTORNEY GENERAL	ATTN: BANKRUPTCY DEPARTMENT	40 CAPITAL SQUARE, SW		ATLANTA	GA	30334-1300				
ATTORNEY GENERAL	STATE OF HAWAII ATTORNEY GENERAL	ATTN: BANKRUPTCY DEPARTMENT	425 QUEEN ST.		HONOLULU	HI	96813				hawaiiag@hawaii.gov
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	COUNTRY	PHONE	FAX	EMAIL
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ATTORNEY GENERAL	STATE OF VIRGINIA ATTORNEY GENERAL	ATTN: BANKRUPTCY DEPARTMENT	900 EAST MAIN STREET		RICHMOND	VA	23219				
ATTORNEY GENERAL	STATE OF WASHINGTON ATTORNEY GENERAL	ATTN: BANKRUPTCY DEPARTMENT	1125 WASHINGTON ST. SE	P.O. BOX 40100	OLYMPIA	WA	98504-0100				
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